

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM347403

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cirque Du Soleil Holding USA, Inc.		07/08/2015	CORPORATION: DELAWARE
CDS U.S. Intermediate Holdings, Inc., a Delaware Corporation		07/08/2015	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Deutsche Bank AG New York Branch, as Collateral Agent
Street Address:	60 Wall Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10005
Entity Type:	Bank: UNITED STATES

PROPERTY NUMBERS Total: 88

Property Type	Number	Word Mark
Registration Number:	3580898	KA
Registration Number:	3583678	KA CIRQUE DU SOLEIL
Registration Number:	4237937	KOOZA CIRQUE DU SOLEIL
Registration Number:	4123371	KOOZA
Registration Number:	2711606	LA NOUBA
Registration Number:	2900961	LA NOUBA
Registration Number:	2588976	LA NOUBA
Registration Number:	1995849	MYSTERE
Registration Number:	1985984	MYSTERE
Registration Number:	1920950	MYSTERE
Registration Number:	1901168	MYSTERE
Registration Number:	2618483	O
Registration Number:	2698057	O
Registration Number:	2594604	O
Registration Number:	3764837	OVO
Registration Number:	4050071	OVO CIRQUE DU SOLEIL

OP \$2215.00 3580898

Property Type	Number	Word Mark
Registration Number:	4115251	OVO CIRQUE DU SOLEIL
Registration Number:	4328961	AMALUNA
Registration Number:	4614129	AMALUNA CIRQUE DU SOLEIL
Registration Number:	4464147	AMALUNA CIRQUE DU SOLEIL
Registration Number:	2394380	QUIDAM
Registration Number:	3877492	
Registration Number:	4023448	TOTEM
Registration Number:	4176044	TOTEM CIRQUE DU SOLEIL
Registration Number:	2987940	VAREKAI
Registration Number:	2442014	CIRQUE DU MONDE
Registration Number:	2909037	TAPIS ROUGE
Registration Number:	3825591	THE SENSUAL SIDE OF CIRQUE DU SOLEIL
Registration Number:	2981480	ZUMANITINI
Registration Number:	3009267	ZUMANITINI
Registration Number:	3778456	WINTUK
Registration Number:	3778455	WINTUK CIRQUE DU SOLEIL
Registration Number:	4373760	ZARKANA CIRQUE DU SOLEIL
Registration Number:	4440533	ZARKANA CIRQUE DU SOLEIL
Registration Number:	3911895	BANANA SHPEEL
Registration Number:	3911874	BANANA SHPEEL CIRQUE DU SOLEIL
Registration Number:	3058104	ZUMANITY
Registration Number:	3524488	ZUMANITY
Registration Number:	2072102	CIRQUE DU SOLEIL
Registration Number:	1947477	CIRQUE DU SOLEIL
Registration Number:	1947478	CIRQUE DU SOLEIL
Registration Number:	1959270	CIRQUE DU SOLEIL
Registration Number:	1959269	CIRQUE DU SOLEIL
Registration Number:	2027426	CIRQUE DU SOLEIL
Registration Number:	1925400	CIRQUE DU SOLEIL
Registration Number:	1885062	CIRQUE DU SOLEIL
Registration Number:	1947481	CIRQUE DU SOLEIL
Registration Number:	1964559	CIRQUE DU SOLEIL
Registration Number:	1947479	CIRQUE DU SOLEIL
Registration Number:	2006591	CIRQUE DU SOLEIL
Registration Number:	3074128	CIRQUE DU SOLEIL
Registration Number:	1883432	CIRQUE DU SOLEIL
Registration Number:	1888385	CIRQUE DU SOLEIL
Registration Number:	1888436	CIRQUE DU SOLEIL

Property Type	Number	Word Mark
Registration Number:	1884981	CIRQUE DU SOLEIL
Registration Number:	1887187	CIRQUE DU SOLEIL
Registration Number:	1883632	CIRQUE DU SOLEIL
Registration Number:	1888561	CIRQUE DU SOLEIL
Registration Number:	1885095	CIRQUE DU SOLEIL
Registration Number:	1885382	CIRQUE DU SOLEIL
Registration Number:	3782262	CIRQUE DU SOLEIL
Registration Number:	3592988	CORTEO
Registration Number:	3577869	CORTEO CIRQUE DU SOLEIL
Registration Number:	2847637	DRALION
Registration Number:	4433992	IRIS CIRQUE DU SOLEIL
Registration Number:	1959271	CIRQUE DU SOLEIL
Registration Number:	1959272	CIRQUE DU SOLEIL
Registration Number:	1947480	CIRQUE DU SOLEIL
Registration Number:	3230135	
Registration Number:	2074152	SALTIMBANCO
Registration Number:	2057733	SALTIMBANCO
Registration Number:	1949556	SALTIMBANCO
Registration Number:	2556883	ALEGRIA
Registration Number:	2618435	ALEGRIA
Registration Number:	2508125	ALEGRIA
Registration Number:	1888304	SALTIMBANCO
Registration Number:	1884931	SALTIMBANCO
Registration Number:	1885063	SALTIMBANCO
Registration Number:	1888941	SALTIMBANCO
Serial Number:	86159937	KURIOS
Serial Number:	86160156	KURIOS CIRQUE DU SOLEIL
Serial Number:	85700866	
Serial Number:	86190651	CABINET OF CURIOSITIES
Serial Number:	86226761	CIRQUE DU SOLEIL
Serial Number:	86226772	CIRQUE DU SOLEIL
Serial Number:	85670468	CIRQUE DU SOLEIL
Serial Number:	85533325	CIRQUE DU SOLEIL
Serial Number:	86255291	JOYÀ

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

TRADEMARK

REEL: 005572 FRAME: 0879

Email: marina.kelly@thomsonreuters.com
Correspondent Name: Ken Tan, Legal Assistant
Address Line 1: 80 Pine Street
Address Line 2: c/o Cahill Gordon & Reindel LLP
Address Line 4: New York, NEW YORK 10005

NAME OF SUBMITTER: Ken Tan, Legal Assistant

SIGNATURE: /Marina Kelly, Thomson Reuters/

DATE SIGNED: 07/09/2015

Total Attachments: 11

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FIRST LIEN TRADEMARK SECURITY AGREEMENT

This FIRST LIEN TRADEMARK SECURITY AGREEMENT (this “Trademark Security Agreement”) is entered into as of July 8, 2015, by and among **CIRQUE DU SOLEIL HOLDING USA, INC.**, a Delaware corporation, and **CDS U.S. INTERMEDIATE HOLDINGS, INC.**, a Delaware corporation (each of the aforementioned entities, a “Grantor”, and, collectively, the “Grantors”), and **DEUTSCHE BANK AG NEW YORK BRANCH**, in its capacity as collateral agent for the Secured Parties (in such capacity, the “Collateral Agent”).

WITNESSETH:

WHEREAS, each Grantor is party to a First Lien Pledge and Security Agreement, dated as of July 8, 2015 (as it may be from time to time amended, restated, amended and restated, replaced, supplemented or otherwise modified, the “First Lien Security Agreement”), in favor of the Collateral Agent pursuant to which each Grantor is required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Collateral Agent, for the benefit of the Secured Parties, to enter into the Credit Agreement (as defined in the First Lien Security Agreement), each Grantor hereby agrees with the Collateral Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the First Lien Security Agreement and used herein have the meaning given to them in the First Lien Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. Each Grantor hereby pledges and grants to the Collateral Agent for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Collateral of such Grantor:

- (a) Trademarks of such Grantor listed on Schedule I attached hereto constituting Collateral;
- (b) all goodwill associated with such Trademarks; and
- (c) all proceeds of any and all of the foregoing.

SECTION 3. First Lien Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Collateral Agent pursuant to the First Lien Security Agreement, and each Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the First Lien Security Agreement (and are expressly subject to the terms and conditions thereof). In the event that any provision of this Trademark Security Agreement is deemed to conflict with the First Lien Security Agreement, the provisions of the First Lien Security Agreement shall control.

SECTION 4. Termination. Upon the termination of the First Lien Security Agreement in accordance with its terms, the Collateral Agent shall execute, acknowledge, and deliver to each Grantor

an instrument in writing in recordable form releasing the collateral pledge, grant, lien and security interest in the Trademarks under this Trademark Security Agreement.

SECTION 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. Delivery of an executed counterpart of a signature page to this Trademark Security Agreement by facsimile or other electronic imaging (including in .pdf format) means shall be effective as delivery of a manually executed counterpart of this Trademark Security Agreement.

SECTION 6. Intercreditor Agreement. Notwithstanding anything herein to the contrary, the security interest granted to the Collateral Agent pursuant to this Trademark Security Agreement and the exercise of any right or remedy by the Collateral Agent hereunder are subject to the provisions of the First Lien/Second Lien Intercreditor Agreement. In the event of any conflict among the terms of the First Lien/Second Lien Intercreditor Agreement and the terms of this Trademark Security Agreement, the terms of the First Lien/Second Lien Intercreditor Agreement shall govern and control.

SECTION 7. GOVERNING LAW. THIS TRADEMARK SECURITY AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK.]

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

CDS U.S. INTERMEDIATE HOLDINGS, INC.

By:  _____

Name: G. Bode

Title: Vice President, Secretary and Assistant
Treasurer

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

CIRQUE DU SOLEIL HOLDING USA, INC.

By: 

Name: Charles Décarie

Title: President


Accepted and Agreed:

**DEUTSCHE BANK AG NEW YORK
BRANCH,**
as Collateral Agent

By


Name: **Mary Kay Coyle**
Title: **Managing Director**

By


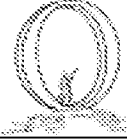


Name: **Michael Shannon**
Title: **Vice President**



[Trademark Security Agreement]


TRADEMARK
REEL: 005572 FRAME: 0885

SCHEDULE I
to
FIRST LIEN TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

Registrations:

OWNER	REGISTRATION NUMBER	TRADEMARK
Cirque Du Soleil Holding USA, Inc.	3580898	KA
Cirque Du Soleil Holding USA, Inc.	3583678	KA CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	4237937	KOOZA CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	4123371	KOOZA
Cirque Du Soleil Holding USA, Inc.	2711606	LA NOUBA
Cirque Du Soleil Holding USA, Inc.	2900961	LA NOUBA
Cirque Du Soleil Holding USA, Inc.	2588976	
Cirque Du Soleil Holding USA, Inc.	1995849	MYSTERE
Cirque Du Soleil Holding USA, Inc.	1985984	MYSTERE
Cirque Du Soleil Holding USA, Inc.	1920950	MYSTERE
Cirque Du Soleil Holding USA, Inc.	1901168	MYSTERE
Cirque Du Soleil Holding USA, Inc.	2618483	O (see below)
Cirque Du Soleil Holding USA, Inc.	2698057	
Cirque Du Soleil Holding USA, Inc.	2594604	
Cirque Du Soleil Holding USA, Inc.	3764837	OVO
Cirque Du Soleil Holding USA, Inc.	4050071	OVO CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	4115251	OVO CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	4328961	AMALUNA
Cirque Du Soleil Holding USA, Inc.	4614129	AMALUNA CIRQUE DU SOLEIL

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Cirque Du Soleil Holding USA, Inc.	2394380	QUIDAM
Cirque Du Soleil Holding USA, Inc.	3877492	
Cirque Du Soleil Holding USA, Inc.	4023448	TOTEM
Cirque Du Soleil Holding USA, Inc.	4176044	TOTEM CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	2987940	VAREKAI
Cirque Du Soleil Holding USA, Inc.	2442014	CIRQUE DU MONDE
Cirque Du Soleil Holding USA, Inc.	2909037	TAPIS ROUGE
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Cirque Du Soleil Holding USA, Inc.	1947477	CIRQUE DU SOLEIL (See Image above)
Cirque Du Soleil Holding USA, Inc.	1947478	CIRQUE DU SOLEIL (See Image above)
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Cirque Du Soleil Holding USA, Inc.	1925400	CIRQUE DU SOLEIL (See Image above)
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Cirque Du Soleil Holding USA, Inc.	1947480	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	3230135	
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CDS U.S. Intermediate Holdings, Inc.	2057733	SALTIMBANCO
CDS U.S. Intermediate Holdings, Inc.	1949556	SALTIMBANCO
CDS U.S. Intermediate Holdings, Inc.	2556883	ALEGRIA

CDS U.S. Intermediate Holdings, Inc.	2618435	
CDS U.S. Intermediate Holdings, Inc.	2508125	
CDS U.S. Intermediate Holdings, Inc.	1888304	SALTIMBANCO
CDS U.S. Intermediate Holdings, Inc.	1884931	SALTIMBANCO
CDS U.S. Intermediate Holdings, Inc.	1885063	SALTIMBANCO
CDS U.S. Intermediate Holdings, Inc.	1888941	SALTIMBANCO

Applications:

OWNER	APPLICATION NUMBER	TRADEMARK
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Cirque Du Soleil Holding USA, Inc.	86160156	KURIOS CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	85700866	
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Cirque Du Soleil Holding USA, Inc.	85670468	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	85533325	CIRQUE DU SOLEIL
Cirque Du Soleil Holding USA, Inc.	86255291	JOYÀ